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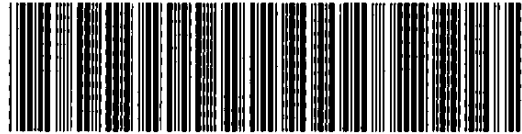
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAY 11 PM 3:38

APPROVED
AND
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LEGAL SERVICES OF GREATER MIAMI, INC.

Chesterfield Smith Center for Equal Justice
3000 Biscayne Boulevard, Suite 500 • Miami, FL 33137-4129
Direct Line: (305) 438-2461 • Fax: (305) 573-5800 • TDD (305) 573-1578
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MARCIA K. CYPEN
Executive Director

May 8, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: NHSSF Real Estate Holdings, Inc.

Dear Sir/Madam

The purpose of this letter is to submit the enclosed Articles of Incorporation for filing so that the above referenced entity will become duly incorporated pursuant to the provision of Chapter 617, Florida Statutes.

Enclosed is a check in the amount of \$78.75 to pay for the filing fee. Please contact me if you need additional information or assistance.

Sincerely yours

John M. Little
Attorney at Law

ARTICLES OF INCORPORATION
OF
NHSSF Real Estate Holdings, Inc.
A Florida "Not for Profit" Corporation

09 MAY 11 PM 3:38
TALLAHASSEE
SECRETARY OF STATE
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AMEND

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- A. NAME OF CORPORATION:** The corporation's name is NHSSF Real Estate Holdings, Inc.
- B. PRINCIPAL OFFICE:** The principal office is 300 NW 12th Ave., Miami, FL 33128
- C. MAILING ADDRESS:** The mailing address is 300 NW 12th Ave., Miami, FL 33128.
- D. REGISTERED AGENT:** The name of the registered agent of the corporation is John Little. The address of this registered agent is c/o Legal Services of Greater Miami, Inc., 3000 Biscayne Blvd., Suite 500, Miami, FL 33137
- E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The Corporation shall have one "Member". The sole Member of this Corporation is Neighborhood Housing Services of South Florida, Inc., a Florida not for profit corporation recognized as exempt under Section 501(c)(3) of the IRS Code. Neither these Articles of Incorporation nor the bylaws may be amended without the express written consent of this sole Member.
- F. BOARD OF DIRECTORS:** The sole Member of this Corporation shall have the exclusive power to appoint and remove the the directors constituting the Board of Directors. The bylaws shall provide for the number of directors and the manner of their governance.
- G. INCORPORATORS:** The name and address of the incorporator is: Neighborhood Housing Services of South Florida, Inc., 300 NW 12th Ave., Miami, FL 33128
- H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:
1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The Corporation's charitable and educational purposes include acquiring, holding, developing, constructing, repairing, and/or selling affordable housing for the benefit of low income persons.
 2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
 3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or

indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 7th day of May, 2009.

Neighborhood Housing Services of South Florida, Inc.

By Arden Shank
Arden Shank, President

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for NHSSF Real Estate Holdings, Inc., Florida not for profit corporation.

John Little

Date: 5-8-09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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